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FURIEX PHARMACEUTICALS, INC.

Reported by

WOODWORTH MARSHALL H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/05/11 for the Period Ending 10/03/11

Address	3900 PARAMOUNT PARKWAY SUITE 150 MORRISVILLE, NC 27560
Telephone	919-456-7800
CIK	0001484478
Symbol	FURX
SIC Code	2834 - Pharmaceutical Preparations
Industry	Major Drugs
Sector	Healthcare
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Woodworth Marshall H	**Furiex Pharmaceuticals, Inc. [FURX]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **C/O FURIEX PHARMACEUTICALS, INC., 3900 PARAMOUNT PARKWAY, SUITE 150**	3. Date of Earliest Transaction (MM/DD/YYYY) **10/3/2011**	__ **X** __ Officer (give title below) _____ Other (specify below) **Chief Financial Officer**
(Street) **MORRISVILLE, NC 27560** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (to buy)	**$13.16**	**10/3/2011**		**A**		**29644**		(1)	**10/3/2021**	**Common Stock**	**29644**	**$ 0**	**29644**	**D**	
Stock Options (to buy)	**$15**							(2)	**5/9/2021**	**Common Stock**	**26000**		**26000**	**D**	
Stock Options (to buy)	**$9.11**							(3)	**6/17/2020**	**Common Stock**	**49407**		**49407**	**D**	

Explanation of Responses:

(1) The options were awarded on 10/3/2011 and vest over three years, with one-third vesting on each of the first, second and third anniversaries of the date of grant, provided the Optionee's employment continues.

(2) The options were awarded on 5/9/2011. One-third of the options vest on the date of grant and the remaining two-thirds vest in two equal annual installments on the first and second anniversaries of the date of grant, provided the Optionee's employment continues.

(3) The options were awarded on 6/17/2010 and vest over three years, with one-third vesting on each of the first, second and third anniversaries of the date of grant, provided the Optionee's employment continues.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woodworth Marshall H **C/O FURIEX PHARMACEUTICALS, INC.** **3900 PARAMOUNT PARKWAY, SUITE 150** **MORRISVILLE, NC 27560**			**Chief Financial Officer**	

Signatures

/s/ Marshall H. Woodworth **10/5/2011**

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.